

December 18, 2014

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: **Notice of Ex Parte Communication**
MB Docket No. 14-57 (*Applications of Comcast Corp., TimeWarner Cable Inc., Charter Communications, Inc., and SpinCo for Consent to Assign or Transfer Control of License and Authorizations*)

Dear Ms. Dortch:

On December 16, 2014, Steven Miron, Chief Executive Officer, Bright House Networks, LLC ("BHN"), along with Cody Harrison, of Sabin, Bermant & Gould LLP and the undersigned, of Davis Wright Tremaine LLP, met with the Commission staff members copied below to discuss BHN's operations and its relationship to Time Warner Cable ("TWC").

At the meeting, Mr. Miron explained BHN's history. This history includes the formation of the Time Warner Entertainment-Advance/Newhouse partnership ("TWE-A/N") in 1994, which combined certain cable systems previously owned by entities of Advance/Newhouse Partnership ("A/N") and certain cable systems previously owned by Time Warner Entertainment Company, L.P. ("TWE"). TWE initially assumed operational responsibility for the TWE-A/N partnership. A subsequent restructuring in 2002 retained the TWE-A/N partnership, but divided the constituent cable systems between TWE and A/N -- with A/N assuming day to day operational control and sole economic tracking for certain cable systems representing approximately one third of the total TWE-A/N subscribers. These systems became BHN and remain today under A/N's day-to-day control. Either TWE or A/N can terminate the TWE-A/N partnership.

Mr. Miron explained that this structure allows BHN to focus on providing strong customer care to its customers, while retaining access to the resources of Time Warner Cable. With extensive management experience and more than 8,000 employees, BHN provides video, Internet, and/or telephone service to approximately 2.5 million customers. BHN has been recognized by JD Power 12 times over the last 12 years as the leading provider for either video, internet, or telephone services. Most of BHN's customers are located in the Tampa and Orlando markets, which are highly competitive. BHN faces one or more cable providers in the majority of its service area, with most of that overlap being with Verizon. In addition to Verizon, BHN

faces direct competition from AT&T's U-verse, Centurylink, and WOW (as well as DirecTV and Dish). There is also a limited overlapping service area with Comcast.

Mr. Miron emphasized that, in these highly competitive major markets, it is particularly important that BHN provide the strongest possible product and customer care. BHN is responsible for operating its cable systems, which includes making and implementing strategic decisions regarding its video, Internet and telephone products, pricing and packaging. BHN varies from TWC operations in many respects, including its management of all customer facing operations, such as call centers and technicians, and of such technical matters as system upgrades, node size, Internet speeds, and WiFi deployment.

Mr. Miron explained that the TWE-A/N partners meet monthly, and BHN maintains a Services Agreement with TWC, under which it continues to have access to TWC resources in exchange for a fixed fee. These resources include product development, engineering, programming and equipment procurement, and TWC's national Internet backbone (and associated interconnection and peering arrangements). BHN is, however, responsible for the actual operations of the BHN systems. BHN makes independent decisions regarding the systems' technical operations and market pricing, but the services obtained through TWC are a vital part of BHN's success.

Mr. Miron explained that TWC typically negotiates programming agreements for BHN, but BHN maintains the ability to "opt out" of TWC negotiations.

Mr. Miron explained that he does not know the specific arrangements with Comcast that would apply to BHN subsequent to the pending Comcast/TWC transaction, but is hopeful that they would be similar to BHN's current arrangement with TWC. Should that occur, he hopes that Comcast's X-1 platform, which he regards as an excellent product, would be phased into BHN's operations.

Sincerely



Steven J. Horvitz

cc: Allen Barna
Kathy Berthot
Jim Bird
Hillary Burchuk
Ty Bream
Robert Cannon (by telephone)
Tavi Carare

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